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BEFORE THE ARIZONA CORPORATION C
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AZ CORP COMMISSION
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IN THE MATTER OF THE APPLICATION OF
PALO VERDE UTILITIES COMPANY FOR AN
EXTENSION OF ITS EXISTING CERTIFICATE
OF CONVENIENCE AND NECESSITY.

Docket No. SW-03575A-04-0767

IN THE MATTER OF THE APPLICATION OF
SANTA CRUZ WATER COMPANY FOR AN
EXTENSION OF ITS EXISTING CERTIFICATE
OF CONVENIENCE AND NECESSITY.

Docket No. W-03576A-04-0767

**NOTICE OF FILING IN COMPLIANCE WITH
DECISION NO. 67830
(Acquisition Schedule)**

Global Water Resources, LLC, in compliance with Decision No. 67830 in the above-captioned dockets,¹ submits the attached Acquisition Schedule.

RESPECTFULLY submitted this 14th day of July 2005.

ROSHKA HEYMAN & DEWULF, PLC

By

Raymond S. Heyman

Michael W. Patten

One Arizona Center

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Phoenix, Arizona 85004

¹ Certain compliance requirements for Decision No. 67240 were carried over to, and incorporated in, Decision No. 67830. See Decision No. 67830 at 11-12. Therefore, in order to avoid duplicate filings, Palo Verde Utilities Company and Santa Cruz Water Company are filing the compliance items in these dockets, but not the dockets underlying Decision No. 67240 (SW-03575A-03-0586 and W-03576A-03-0586).

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1 Original + 15 copies of the foregoing
2 filed this 14th day of July 2005, with:

3 Docket Control
4 ARIZONA CORPORATION COMMISSION
5 1200 West Washington
6 Phoenix, Arizona 85007

7 Copies of the foregoing hand-delivered/mailed
8 this 14th day of July 2005, to:

9 Dwight Nodes, Esq.
10 Administrative Law Judge
11 Hearing Division
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13 1200 West Washington
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28 Mary Appolits

ATTACHMENT

Attachment B

Acquisition Schedule

This Acquisition Schedule shall be prepared pursuant to the Settlement Conditions contained in Arizona Corporation Commission Dockets No. SW-03575A-03-0568 and No. W-03576A-03-0568.

PART 1

Describe below each investment in, or acquisition of, any utility made by Global Water Resources, LLC during the six month period ending on the date this document is executed.

Cave Creek Water Company, Inc. (CCWC) – Acquisition Date 3 March 2005

Sonoran Utility Company, LLC – Asset Acquisition 15 June 2005

PART 2

As of 31 May 2005, the capital structures of Palo Verde Utilities Company, LLC (PVUC) and Santa Cruz Water Company (SCWC) and any other GWR acquired utility are as follows:

	PVUC		SCWC	
	Amount	%	Amount	%
Long-Term Debt*	\$0	0%	\$0	0%
Equity**	\$19,544,016	100%	\$4,520,181	100%
	\$19,944,889	100%	\$4,520,181	100%


	CCWC	
	Amount	%
Long-Term Debt*	\$0	0%
Equity**	\$2,462,504	100%
	\$2,462,504	100%

*Include current portion of Long-term Debt.

**Includes Common Stock, Paid In Capital and Returned Earnings (Deficit).

The undersigned also confirm that at no time during the last six months did the equity ratios (as calculated above) of PVUC and SCWC fall below 40%.

WE THE UNDERSIGNED TREVOR HILL AND LEO COMMANDEUR, DO SAY THAT THE ABOVE INFORMATION HAS BEEN PREPARED UNDER OUR DIRECTION AND WE HAVE CAREFULLY EXAMINED THE SAME, AND DECLARE THE SAME TO BE A COMPLETE AND CORRECT STATEMENT OF BUSINESS AND AFFAIRS OF SAID COMPANIES FOR THE PERIOD COVERED BY THIS REPORT IN RESPECT TO EACH & EVERY MATTER AND THING SET FORTH, TO THE BEST OF OUR KNOWLEDGE, INFORMATION AND BELIEF.

X  14 Jul 05
Signature of owner or official/date

X  14 Jul 05
Signature of owner or official/date